



or a pharmaceutically acceptable salt thereof, wherein

A is -CR<sub>7</sub>;

B is -NR<sub>1</sub>R<sub>2</sub>, -CR<sub>1</sub>R<sub>2</sub>R<sub>11</sub>, -C(=CR<sub>2</sub>R<sub>12</sub>)R<sub>1</sub>, -NHCHR<sub>1</sub>R<sub>2</sub>, -OCHR<sub>1</sub>R<sub>2</sub>, -SCHR<sub>1</sub>R<sub>2</sub>, -CHR<sub>2</sub>OR<sub>1</sub>, -CHR<sub>1</sub>OR<sub>2</sub>, -CHR<sub>2</sub>SR<sub>1</sub>, -C(S)R<sub>2</sub>, -C(O)R<sub>2</sub>, -CHR<sub>2</sub>NR<sub>1</sub>R<sub>2</sub>, -CHR<sub>1</sub>NHR<sub>2</sub>, -CHR<sub>1</sub>N(CH<sub>3</sub>)R<sub>2</sub>, or -NR<sub>12</sub>NR<sub>1</sub>R<sub>2</sub>;

Z is NH, O, S, -N(C<sub>1</sub>-C<sub>2</sub> alkyl), -NC(O)CF<sub>3</sub>, or -C(R<sub>13</sub>R<sub>14</sub>), wherein R<sub>13</sub> and R<sub>14</sub> are each, independently, hydrogen, trifluoromethyl or methyl, or one of R<sub>13</sub> and R<sub>14</sub> is cyano and the other is hydrogen or methyl, or -C(R<sub>13</sub>R<sub>14</sub>) is a cyclopropyl group, or Z is nitrogen or CH and forms a five or six membered heterocyclic ring fused with R<sub>5</sub>, which ring optionally includes two or three further hetero members selected independently from oxygen, nitrogen, NR<sub>12</sub>, and S(O)<sub>m</sub>, and optionally includes from one to three double bonds, and is optionally substituted with halo, C<sub>1</sub>-C<sub>4</sub> alkyl, -O(C<sub>1</sub>-C<sub>4</sub> alkyl), NH<sub>2</sub>, NHCH<sub>3</sub>, N(CH<sub>3</sub>)<sub>2</sub>, CF<sub>3</sub>, or OCF<sub>3</sub>, with the proviso that said ring does not include any -S-S-, -S-O-, -N-S-, or -O-O- bonds, and does not include more than two oxygen or S(O)<sub>m</sub> heterologous members;

*Q1*  
*Sch*  
*B1*

$R_1$  is  $C(O)H$ ,  $C(O)(C_1-C_6 \text{ alkyl})$ ,  $C(O)(C_1-C_6 \text{ alkylene})(C_3-C_8 \text{ cycloalkyl})$ ,  $C(O)(C_3-C_8 \text{ cycloalkylene})(C_3-C_8 \text{ cycloalkyl})$ ,  $C(O)(C_1-C_6 \text{ alkylene})(C_4-C_8 \text{ heterocycloalkyl})$ ,  $-(C(O)(C_3-C_8 \text{ cycloalkylene})(C_4-C_8 \text{ heterocycloalkyl}))$ ,  $C_1-C_6 \text{ alkyl}$ ,  $C_3-C_8 \text{ cycloalkyl}$ ,  $C_4-C_8 \text{ heterocycloalkyl}$ ,  $-(C_1-C_6 \text{ alkylene})(C_3-C_8 \text{ cycloalkyl})$ ,  $-(C_3-C_8 \text{ cycloalkylene})(C_3-C_8 \text{ cycloalkyl})$ ,  $-(C_1-C_6 \text{ alkylene})(C_4-C_8 \text{ heterocycloalkyl})$ ,  $-(C_3-C_8 \text{ cycloalkylene})(C_4-C_8 \text{ heterocycloalkyl})$ , or  $-O\text{-aryl}$ , or  $-O(C_1-C_6 \text{ alkylene})\text{-aryl}$ ; wherein said aryl,  $C_4-C_8 \text{ heterocycloalkyl}$ ,  $C_1-C_6 \text{ alkyl}$ ,  $C_3-C_8 \text{ cycloalkyl}$ ,  $C_3-C_8 \text{ cycloalkylene}$ , and  $C_1-C_6 \text{ alkylene}$  groups may each independently be optionally substituted with from one to six fluoro, and may each independently be optionally substituted with one or two substituents  $R_8$  independently selected from the group consisting of  $C_1-C_4 \text{ alkyl}$ ,  $-C_3-C_8 \text{ cycloalkyl}$ , hydroxy, chloro, bromo, iodo,  $CF_3$ ,  $-O(C_1-C_6 \text{ alkyl})$ ,  $-O(C_3-C_5 \text{ cycloalkyl})$ ,  $-O\text{-CO-}(C_1-C_4 \text{ alkyl})$ ,  $-O\text{-CO-NH}(C_1-C_4 \text{ alkyl})$ ,  $-O\text{-CO-N}(R_{24})(R_{25})$ ,  $-N(R_{24})(R_{25})$ ,  $-S(C_1-C_4 \text{ alkyl})$ ,  $-S(C_3-C_5 \text{ cycloalkyl})$ ,  $-N(C_1-C_4 \text{ alkyl})CO(C_1-C_4 \text{ alkyl})$ ,  $-NHCO(C_1-C_4 \text{ alkyl})$ ,  $-COO(C_1-C_4 \text{ alkyl})$ ,  $-CONH(C_1-C_4 \text{ alkyl})$ ,  $-CON(C_1-C_4 \text{ alkyl})(C_1-C_2 \text{ alkyl})$ ,  $CN$ ,  $NO_2$ ,  $-OSO_2(C_1-C_4 \text{ alkyl})$ ,  $S^+(C_1-C_6 \text{ alkyl})(C_1-C_2 \text{ alkyl})\Gamma$ ,  $-SO(C_1-C_4 \text{ alkyl})$  and  $-SO_2(C_1-C_4 \text{ alkyl})$ ; and wherein the  $C_1-C_6 \text{ alkyl}$ ,  $C_1-C_6 \text{ alkylene}$ ,  $C_5-C_8 \text{ cycloalkyl}$ ,  $C_5-C_8 \text{ cycloalkylene}$ , and  $C_5-C_8 \text{ heterocycloalkyl}$  moieties of  $R_1$  may optionally independently include from one to three double or triple bonds; and wherein the  $C_1-C_4 \text{ alkyl}$  moieties and  $C_1-C_6 \text{ alkyl}$  moieties of  $R_8$  can optionally independently be substituted with hydroxy, amino,  $C_1-C_4 \text{ alkyl}$ , aryl,  $-CH_2\text{-aryl}$ ,  $C_3-C_5 \text{ cycloalkyl}$ , or  $-O(C_1-C_4 \text{ alkyl})$ , and can optionally independently be substituted with from one to six fluoro, and can optionally include one or two double or triple bonds; and wherein each heterocycloalkyl group of  $R_1$  includes from one to three heteromoieties selected from oxygen,  $S(O)_m$ , nitrogen, and  $NR_{12}$ ;

$R_2$  is hydrogen,  $C_1-C_{12} \text{ alkyl}$ ,  $C_3-C_8 \text{ cycloalkyl}$ ,  $C_4-C_8 \text{ heterocycloalkyl}$ ,  $-(C_1-C_6 \text{ alkylene})(C_3-C_8 \text{ cycloalkyl})$ ,  $-(C_3-C_8 \text{ cycloalkylene})(C_3-C_8 \text{ cycloalkyl})$ ,  $-(C_1-C_6 \text{ alkylene})(C_4-C_8 \text{ heterocycloalkyl})$ ,  $-(C_3-C_8 \text{ cycloalkylene})(C_4-C_8 \text{ heterocycloalkyl})$ , aryl,  $-(C_1-C_6 \text{ alkylene})\text{aryl}$ , or  $-(C_3-C_8 \text{ cycloalkylene})\text{(aryl)}$ ; wherein each of the foregoing  $R_2$  groups may optionally be substituted with from one to three substituents independently selected from chloro, fluoro, and  $C_1-C_6 \text{ alkyl}$ , wherein one of said one to three substituents can further be selected from bromo, iodo,  $C_1-C_6 \text{ alkoxy}$ ,  $-OH$ ,  $-O\text{-CO-}(C_1-C_6 \text{ alkyl})$ ,  $-O\text{-CO-N}(C_1-C_4 \text{ alkyl})(C_1-C_2 \text{ alkyl})$ ,  $-S(C_1-C_6 \text{ alkyl})$ ,  $-S(O)(C_1-C_6 \text{ alkyl})$ ,  $-S(O)_2(C_1-C_6 \text{ alkyl})$ ,  $S^+(C_1-C_6 \text{ alkyl})(C_1-C_2 \text{ alkyl})\Gamma$ ,  $CN$ , and  $NO_2$ ; and wherein the  $C_1-C_{12} \text{ alkyl}$ ,  $-(C_1-C_6 \text{ alkylene})$ ,  $-(C_5-C_8 \text{ cycloalkyl})$ ,  $-(C_5-C_8 \text{ cycloalkylene})$ , and  $-(C_5-C_8 \text{ heterocycloalkyl})$  moieties of  $R_2$  may optionally independently include from one to three double or triple bonds; and wherein each heterocycloalkyl group of  $R_2$  includes from one to three heteromoieties selected from oxygen,  $S(O)_m$ , nitrogen, and  $NR_{12}$ ;

or when  $R_1$  and  $R_2$  are as in  $-\text{NHCHR}_1R_2$ ,  $-\text{OCHR}_1R_2$ ,  $-\text{SCHR}_1R_2$ ,  $-\text{CHR}_1R_2$  or  $-\text{NR}_1R_2$ ,  $R_1$  and  $R_2$  of B may form a saturated 5- to 8-membered ring which may optionally include one or two double bonds and in which one or two of the ring carbons may optionally be replaced by an oxygen,

*Svb*  
*B1*

~~S(O)<sub>m</sub>, nitrogen or NR<sub>12</sub>; and which ring can optionally be substituted with from 1 to 3 substituents selected from the group consisting of hydroxy, C<sub>1</sub>-C<sub>4</sub> alkyl, fluoro, chloro, bromo, iodo, CF<sub>3</sub>, -O-(C<sub>1</sub>-C<sub>4</sub> alkyl), -O-CO-(C<sub>1</sub>-C<sub>4</sub> alkyl), -O-CO-NH(C<sub>1</sub>-C<sub>4</sub> alkyl), -O-CO-N(C<sub>1</sub>-C<sub>4</sub> alkyl)(C<sub>1</sub>-C<sub>2</sub> alkyl), -NH(C<sub>1</sub>-C<sub>4</sub> alkyl), -N(C<sub>1</sub>-C<sub>2</sub> alkyl)(C<sub>1</sub>-C<sub>4</sub> alkyl), -S(C<sub>1</sub>-C<sub>4</sub> alkyl), -N(C<sub>1</sub>-C<sub>4</sub> alkyl)CO(C<sub>1</sub>-C<sub>4</sub> alkyl), -NHCO(C<sub>1</sub>-C<sub>4</sub> alkyl), -COO(C<sub>1</sub>-C<sub>4</sub> alkyl), -CONH(C<sub>1</sub>-C<sub>4</sub> alkyl), -CON(C<sub>1</sub>-C<sub>4</sub> alkyl)(C<sub>1</sub>-C<sub>2</sub> alkyl), CN, NO<sub>2</sub>, -OSO<sub>2</sub>(C<sub>1</sub>-C<sub>4</sub> alkyl), -SO(C<sub>1</sub>-C<sub>4</sub> alkyl), and -SO<sub>2</sub>(C<sub>1</sub>-C<sub>4</sub> alkyl), wherein one of said one to three substituents can further be selected from phenyl;~~

R<sub>3</sub> is methyl, ethyl, fluoro, chloro, bromo, iodo, cyano, methoxy, OCF<sub>3</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>2</sub> alkyl), N(CH<sub>3</sub>)<sub>2</sub>, -NHCOCF<sub>3</sub>, -NHCH<sub>2</sub>CF<sub>3</sub>, S(O)<sub>m</sub>(C<sub>1</sub>-C<sub>4</sub> alkyl), CONH<sub>2</sub>, -CONHCH<sub>3</sub>, CON(CH<sub>3</sub>)<sub>2</sub>, -CF<sub>3</sub>, or CH<sub>2</sub>OCH<sub>3</sub>;

R<sub>4</sub> is hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>3</sub>-C<sub>5</sub> cycloalkyl, -(C<sub>1</sub>-C<sub>4</sub> alkylene)(C<sub>3</sub>-C<sub>5</sub> cycloalkyl), -(C<sub>3</sub>-C<sub>5</sub> cycloalkylene)(C<sub>3</sub>-C<sub>5</sub> cycloalkyl), cyano, fluoro, chloro, bromo, iodo, -OR<sub>24</sub>, C<sub>1</sub>-C<sub>6</sub> alkoxy, -O-(C<sub>3</sub>-C<sub>5</sub> cycloalkyl), -O-(C<sub>1</sub>-C<sub>4</sub> alkylene)(C<sub>3</sub>-C<sub>5</sub> cycloalkyl), -O-(C<sub>3</sub>-C<sub>5</sub> cycloalkylene)(C<sub>3</sub>-C<sub>5</sub> cycloalkyl), -CH<sub>2</sub>SC(S)O(C<sub>1</sub>-C<sub>4</sub> alkyl), -CH<sub>2</sub>OCF<sub>3</sub>, CF<sub>3</sub>, amino, nitro, -NR<sub>24</sub>R<sub>25</sub>, -(C<sub>1</sub>-C<sub>4</sub> alkylene)-OR<sub>24</sub>, -(C<sub>1</sub>-C<sub>4</sub> alkylene)Cl, -(C<sub>1</sub>-C<sub>4</sub> alkylene)NR<sub>24</sub>R<sub>25</sub>, -NHCOR<sub>24</sub>, -NHCONR<sub>24</sub>R<sub>25</sub>, -C=NOR<sub>24</sub>, -HNHR<sub>24</sub>R<sub>25</sub>, -S(O)<sub>m</sub>R<sub>24</sub>, -C(O)R<sub>24</sub>, -OC(O)R<sub>24</sub>, -C(O)CN, -C(O)NR<sub>24</sub>R<sub>25</sub>, -C(O)NHNR<sub>24</sub>R<sub>25</sub>, and -COOR<sub>24</sub>, wherein the alkyl and alkylene groups of R<sub>4</sub> may optionally independently include one or two double or triple bonds and may optionally independently be substituted with one or two substituents R<sub>10</sub> independently selected from hydroxy, amino, -NHCOCH<sub>3</sub>, -NHCOCH<sub>2</sub>Cl, -NH(C<sub>1</sub>-C<sub>2</sub> alkyl), -N(C<sub>1</sub>-C<sub>2</sub> alkyl)(C<sub>1</sub>-C<sub>2</sub> alkyl), -COO(C<sub>1</sub>-C<sub>4</sub> alkyl), -COOH, -CO(C<sub>1</sub>-C<sub>4</sub> alkyl), C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>3</sub> thioalkyl, cyano and nitro, and with one to four substituents independently selected from fluoro and chloro;

R<sub>5</sub> is aryl or heteroaryl and is substituted with from one to four substituents R<sub>27</sub> independently selected from halo, C<sub>1</sub>-C<sub>10</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub> alkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), -(C<sub>1</sub>-C<sub>4</sub> alkylene)(C<sub>4</sub>-C<sub>8</sub> heterocycloalkyl), -(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), -(C<sub>4</sub>-C<sub>8</sub> heterocycloalkyl), -(C<sub>3</sub>-C<sub>8</sub> cycloalkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), -(C<sub>3</sub>-C<sub>8</sub> cycloalkylene)(C<sub>4</sub>-C<sub>8</sub> heterocycloalkyl), C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, nitro, cyano, -NR<sub>24</sub>R<sub>25</sub>, -NR<sub>24</sub>COR<sub>25</sub>, -NR<sub>24</sub>CO<sub>2</sub>R<sub>26</sub>, -COR<sub>24</sub>, -OR<sub>25</sub>, -CONR<sub>24</sub>R<sub>25</sub>, -CO(NOR<sub>22</sub>)R<sub>23</sub>, -CO<sub>2</sub>R<sub>26</sub>, -C=N(OR<sub>22</sub>)R<sub>23</sub>, and -S(O)<sub>m</sub>R<sub>23</sub>; wherein said C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, (C<sub>1</sub>-C<sub>4</sub> alkylene), (C<sub>3</sub>-C<sub>8</sub> cycloalkyl), (C<sub>3</sub>-C<sub>8</sub> cycloalkylene), and (C<sub>4</sub>-C<sub>8</sub> heterocycloalkyl) groups can be optionally substituted with from one to three substituents independently selected form C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, (C<sub>1</sub>-C<sub>4</sub> alkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), -(C<sub>3</sub>-C<sub>8</sub> cycloalkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), C<sub>1</sub>-C<sub>4</sub> haloalkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, nitro halo, cyano, -NR<sub>24</sub>R<sub>25</sub>, -NR<sub>24</sub>COR<sub>25</sub>, NR<sub>24</sub>CO<sub>2</sub>R<sub>26</sub>, -COR<sub>24</sub>, -OR<sub>25</sub>, -CONR<sub>24</sub>R<sub>25</sub>, CO<sub>2</sub>R<sub>26</sub>, -CO(NOR<sub>22</sub>)R<sub>25</sub>, and -S(O)<sub>m</sub>R<sub>23</sub>; and wherein two adjacent substituents of the R<sub>5</sub> group can optionally form a 5-7 membered ring, saturated or unsaturated, fused to R<sup>5</sup>, which ring optionally can [contain] include one, two, or three heterologous members independently selected from O, S(O)<sub>m</sub>, and N, but not any

*X1*  
*Sub*  
*B1*

-S-S-, -O-O-, -S-O-, or -N-S- bonds, and which ring is optionally substituted with C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, -(C<sub>1</sub>-C<sub>4</sub> alkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), -(C<sub>3</sub>-C<sub>8</sub> cycloalkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), C<sub>1</sub>-C<sub>4</sub> haloalkyl, nitro, halo, cyano -NR<sub>24</sub>R<sub>25</sub>, NR<sub>24</sub>COR<sub>25</sub>, NR<sub>24</sub>CO<sub>2</sub>R<sub>26</sub>, -COR<sub>24</sub>, -OR<sub>25</sub>, -CONR<sub>24</sub>R<sub>25</sub>, CO<sub>2</sub>R<sub>26</sub>, -CO(NOR<sub>26</sub>)R<sub>25</sub>, or -S(O)<sub>m</sub>R<sub>23</sub>; wherein one of said one to four optional substituents R<sub>27</sub> can further be selected from -SO<sub>2</sub>NH(C<sub>1</sub>-C<sub>4</sub> alkyl), -SO<sub>2</sub>NH(C<sub>1</sub>-C<sub>4</sub> alkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), -SO<sub>2</sub>NH(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), -SO<sub>2</sub>NH(C<sub>3</sub>-C<sub>8</sub> cycloalkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub> alkyl)(C<sub>1</sub>-C<sub>2</sub> alkyl), -SO<sub>2</sub>NH<sub>2</sub>, -NSO<sub>2</sub>(C<sub>1</sub>-C<sub>4</sub> alkyl), -NSO<sub>2</sub>(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), -NSO<sub>2</sub>(C<sub>1</sub>-C<sub>4</sub> alkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), and -NSO<sub>2</sub>(C<sub>3</sub>-C<sub>8</sub> cycloalkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl); and wherein the alkyl, and alkylene groups of R<sub>5</sub> may independently optionally include one double or triple bond;

R<sub>6</sub> is hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, -(C<sub>1</sub>-C<sub>6</sub> alkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), or -(C<sub>3</sub>-C<sub>8</sub> cycloalkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), wherein said alkyl and cycloalkyl may optionally be substituted with one hydroxy, methoxy, ethoxy or fluoro group;

R<sub>7</sub> is hydrogen, methyl, fluoro, chloro, bromo, iodo, cyano, hydroxy, -O(C<sub>1</sub>-C<sub>2</sub> alkyl), -O(cyclopropyl), -COO(C<sub>1</sub>-C<sub>2</sub> alkyl), -COO(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), -OCF<sub>3</sub>, CF<sub>3</sub>, -CH<sub>2</sub>OH, or CH<sub>2</sub>OCH<sub>3</sub>;

R<sub>11</sub> is hydrogen, hydroxy, fluoro, ethoxy, or methoxy;

R<sub>12</sub> is hydrogen or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>22</sub> is independently at each occurrence selected from hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>3</sub>-C<sub>6</sub> alkenyl, C<sub>3</sub>-C<sub>6</sub> alkynyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, (C<sub>3</sub>-C<sub>8</sub> cycloalkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), and (C<sub>1</sub>-C<sub>4</sub> alkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl);

R<sub>23</sub> is independently at each occurrence selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>2</sub>-C<sub>8</sub> alkoxyalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, -(C<sub>1</sub>-C<sub>4</sub> alkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), -(C<sub>3</sub>-C<sub>8</sub> cycloalkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), aryl, -(C<sub>1</sub>-C<sub>4</sub> alkylene)aryl, piperidine, pyrrolidine, piperazine, N-methylpiperazine, morpholine, and thiomorpholine;

R<sub>24</sub> and R<sub>25</sub> are independently at each occurrence selected from hydrogen, -C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, especially CF<sub>3</sub>, -CHF<sub>2</sub>, CF<sub>2</sub>CF<sub>3</sub>, or CH<sub>2</sub>CF<sub>3</sub>, -(C<sub>1</sub>-C<sub>4</sub> alkylene)OH, -(C<sub>1</sub>-C<sub>4</sub> alkylene)-O-(C<sub>1</sub>-C<sub>4</sub> alkyl), -(C<sub>1</sub>-C<sub>4</sub> alkylene)-O-(C<sub>3</sub>-C<sub>5</sub> cycloalkyl), C<sub>3</sub>-C<sub>8</sub> cycloalkyl, -(C<sub>1</sub>-C<sub>4</sub> alkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), -(C<sub>3</sub>-C<sub>8</sub> cycloalkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), -C<sub>4</sub>-C<sub>8</sub> heterocycloalkyl, -(C<sub>1</sub>-C<sub>4</sub> alkylene)(C<sub>4</sub>-C<sub>8</sub> heterocycloalkyl), -(C<sub>3</sub>-C<sub>8</sub> cycloalkylene)(C<sub>4</sub>-C<sub>8</sub> heterocycloalkyl), aryl, and -(C<sub>1</sub>-C<sub>4</sub> alkylene)(aryl), wherein the -C<sub>4</sub>-C<sub>8</sub> heterocycloalkyl groups can each independently optionally be substituted with aryl, CH<sub>2</sub>-aryl, or C<sub>1</sub>-C<sub>4</sub> alkyl, and can optionally include one or two double or triple bonds; or, when R<sub>24</sub> and R<sub>25</sub> are as NR<sub>24</sub>R<sub>25</sub>, -C(O)NR<sub>24</sub>R<sub>25</sub>, -(C<sub>1</sub>-C<sub>4</sub> alkylene)NR<sub>24</sub>R<sub>25</sub>, or -NHCONR<sub>24</sub>R<sub>25</sub>, then NR<sub>24</sub>R<sub>25</sub> may further optionally form a 4 to 8 membered heterocyclic ring optionally including one or two further hetero members independently selected from S(O)<sub>m</sub>, oxygen, nitrogen, and NR<sub>12</sub>, and optionally including from one to three double bonds;

R<sub>26</sub> is independently at each occurrence selected from C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, -(C<sub>1</sub>-C<sub>4</sub> alkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), -(C<sub>3</sub>-C<sub>8</sub> cycloalkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), aryl, and

*Sub*  
*B1*  
*d1*

~~-(C<sub>1</sub>-C<sub>4</sub> alkylene)(aryl); and~~

~~wherein each m is independently zero, one, or two,~~

~~with the proviso that heterocycloalkyl groups of the compound of formula I, II, or III do not include any -S-S-, -S-O-, -N-S-, or -O-O- bonds, and do not include more than two oxygen or S(O)<sub>m</sub> heterologous members.~~

*Q*  
*Sub*  
*C1*

6. (Amended) A compound of formula I according to claim 1, wherein Z is O; B is -NHCHR<sub>1</sub>R<sub>2</sub>, wherein R<sub>1</sub> is -C(O)H, -C(O)(C<sub>1</sub>-C<sub>6</sub> alkyl), or -C<sub>1</sub>-C<sub>6</sub> alkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally substituted with from one to six fluoro atoms or one or two R<sub>8</sub> independently selected from -C<sub>1</sub>-C<sub>4</sub> alkyl, hydroxy and -O-(C<sub>1</sub>-C<sub>6</sub> alkyl), and wherein R<sub>2</sub> is -C<sub>1</sub>-C<sub>12</sub> alkyl optionally including from one to three double or triple bonds and optionally substituted with from one to three substituents selected from fluoro and C<sub>1</sub>-C<sub>6</sub> alkyl; R<sub>5</sub> is phenyl, pyridyl or pyrimidyl, substituted with two or three R<sub>27</sub> groups selected from halo, -(C<sub>1</sub>-C<sub>4</sub> haloalkyl), -C(O)R<sub>24</sub>, -OR<sub>25</sub>, -C(O)NR<sub>24</sub>R<sub>25</sub>, and C<sub>1</sub>-C<sub>10</sub> alkyl which is optionally substituted with one to three substituents selected from hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, and -NR<sub>24</sub>R<sub>25</sub>; and R<sub>4</sub> is -C(O)NR<sub>24</sub>R<sub>25</sub>.

7. (Amended) A compound of formula I according to claim 1, wherein Z is O; B is -NHCHR<sub>1</sub>R<sub>2</sub>, wherein R<sub>1</sub> of -NHCHR<sub>1</sub>R<sub>2</sub> is -C(O)H, -C(O)(C<sub>1</sub>-C<sub>6</sub> alkyl), or -C<sub>1</sub>-C<sub>6</sub> alkyl, wherein said C<sub>1</sub>-C<sub>6</sub> alkyl is optionally substituted with from one to six fluoro atoms or one or two R<sub>8</sub> independently selected from -C<sub>1</sub>-C<sub>4</sub> alkyl, hydroxy and -O-(C<sub>1</sub>-C<sub>6</sub> alkyl), and wherein R<sub>2</sub> of -NHCHR<sub>1</sub>R<sub>2</sub> is -C<sub>1</sub>-C<sub>12</sub> alkyl optionally including from one to three double or triple bonds and optionally substituted with from one to three substituents selected from fluoro and C<sub>1</sub>-C<sub>6</sub> alkyl; R<sub>5</sub> is phenyl, pyridyl or pyrimidyl, substituted with two or three R<sub>27</sub> groups selected from halo, -(C<sub>1</sub>-C<sub>4</sub> haloalkyl), -C(O)R<sub>24</sub>, -OR<sub>25</sub>, -C(O)NR<sub>24</sub>R<sub>25</sub>, and C<sub>1</sub>-C<sub>10</sub> alkyl which is optionally substituted with one to three substituents selected from hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, and -NR<sub>24</sub>R<sub>25</sub>; and R<sub>4</sub> is -NR<sub>1</sub>R<sub>2</sub>, wherein R<sub>1</sub> of -NR<sub>1</sub>R<sub>2</sub> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl, or -(C<sub>1</sub>-C<sub>6</sub> alkylene)(C<sub>3</sub>-C<sub>8</sub> cycloalkyl), and R<sub>2</sub> of -NR<sub>1</sub>R<sub>2</sub> is C<sub>1</sub>-C<sub>12</sub> alkyl optionally including from one to three double or triple bonds and optionally substituted with from one to three fluoro atoms.

*C*  
*Sub*  
*B2*

9. A pharmaceutical composition for the treatment of (a) a disorder or condition the treatment of which can be effected or facilitated by antagonizing CRF, or (b) a disorder or condition selected from inflammatory disorders such as rheumatoid arthritis and osteoarthritis, pain, asthma, psoriasis and allergies; generalized anxiety disorder; panic; phobias, including social phobia, agoraphobia, and specific phobias; obsessive-compulsive disorder; post-traumatic stress disorder; sleep disorders induced by stress; pain perception such as fibromyalgia; mood disorders such as depression, including major depression, single episode depression, recurrent depression, child abuse induced depression, mood disorders associated with premenstrual syndrome, and postpartum depression; dysthemia; bipolar disorders; cyclothymia; chronic fatigue syndrome; stress-induced headache; cancer; irritable bowel syndrome, Crohn's disease; spastic colon; post operative ileus;

*Sch*  
*B2*

ulcer; diarrhea; stress-induced fever; human immunodeficiency virus infections; neurodegenerative diseases such as Alzheimer's disease, Parkinson's disease and Huntington's disease; gastrointestinal diseases; eating disorders such as anorexia and bulimia nervosa; hemorrhagic stress; chemical dependencies or addictions, including dependencies or addictions to alcohol, cocaine, heroin, benzodiazapines, or other drugs; drug or alcohol withdrawal symptoms; stress-induced psychotic episodes; euthyroid sick syndrome; syndrome of inappropriate antidiuretic hormone; obesity; infertility; head trauma; spinal cord trauma; ischemic neuronal damage, including cerebral ischemia, for example cerebral hippocampal ischemia; excitotoxic neuronal damage; epilepsy; stroke; immune dysfunctions including stress induced immune dysfunctions, including porcine stress syndrome, bovine shipping fever, equine paroxysmal fibrillation, confinement dysfunction in chicken, sheering stress in sheep, and human-animal interaction stress in dogs; muscular spasms; urinary incontinence; senile dementia of the Alzheimer's type; multiinfarct dementia; amyotrophic lateral sclerosis; hypertension; tachycardia; congestive heart failure; osteoporosis; premature birth; hypoglycemia, and Syndrome X in a mammal or bird, comprising an amount of a compound according to claim 1 that is effective in the treatment of such disorder or condition, and a pharmaceutically acceptable carrier.

10. A method for the treatment of (a) a disorder or condition the treatment of which can be effected or facilitated by antagonizing CRF, or (b) a disorder or condition selected from inflammatory disorders such as rheumatoid arthritis and osteoarthritis, pain, asthma, psoriasis and allergies; generalized anxiety disorder; panic; phobias, including social phobia, agoraphobia, and specific phobias; obsessive-compulsive disorder; post-traumatic stress disorder; sleep disorders induced by stress; pain perception such as fibromyalgia; mood disorders such as depression, including major depression, single episode depression, recurrent depression, child abuse induced depression, mood disorders associated with premenstrual syndrome, and postpartum depression; dysthemia; bipolar disorders; cyclothymia; chronic fatigue syndrome; stress-induced headache; cancer; irritable bowel syndrome, Crohn's disease; spastic colon; post operative ileus; ulcer; diarrhea; stress-induced fever; human immunodeficiency virus infections; neurodegenerative diseases such as Alzheimer's disease, Parkinson's disease and Huntington's disease; gastrointestinal diseases; eating disorders such as anorexia and bulimia nervosa; hemorrhagic stress; chemical dependencies or addictions, including dependencies or addictions to alcohol, cocaine, heroin, benzodiazapines, or other drugs; drug or alcohol withdrawal symptoms; stress-induced psychotic episodes; euthyroid sick syndrome; syndrome of inappropriate antidiuretic hormone; obesity; infertility; head trauma; spinal cord trauma; ischemic neuronal damage, including cerebral ischemia, for example cerebral hippocampal ischemia; excitotoxic neuronal damage; epilepsy; stroke; immune dysfunctions including stress induced immune dysfunctions, including porcine stress syndrome, bovine shipping fever, equine paroxysmal fibrillation, confinement dysfunction in chicken, sheering stress in sheep, and human-animal interaction stress in dogs; muscular spasms; urinary incontinence; senile dementia

of the Alzheimer's type; multiinfarct dementia; amyotrophic lateral sclerosis; hypertension; tachycardia; congestive heart failure; osteoporosis; premature birth; hypoglycemia, and Syndrome X in a mammal or bird, comprising administering to a subject in need of said treatment an amount of a compound according to claim 1, that is effective in treating such disorder or condition.